

オイロパ社（ポーランドの保険会社）の株式取得に関するお知らせ

明治安田生命保険相互会社（本社 日本・東京、代表執行役社長 松尾 憲治）は、Talanx AG（本社 ドイツ・ハノーファー、取締役会会長兼 CEO Herbert K. Haas、以下“タランクス社”）の子会社である Talanx International AG（以下“ティント社”）と共同で実施していた市場公開買付により、去る6月1日、ポーランドの大手保険グループ Europa Group（本社 ポーランド・ヴロツワフ、以下“オイロパ社”）の株式を取得し、日本の保険会社としては初めてポーランドで事業を展開いたします。

2011年12月、当社とタランクス社は、オイロパ社の共同買収について、親会社である Getin Holding S.A.（本社 ポーランド・ワルシャワ、以下“ゲティン社”）と合意し、ワルシャワ証券取引所において市場公開買付を実施しました。5月24日をもって公開買付期間が終了し、当社はオイロパ社の株式27.97%、ティント社は50%+1株をそれぞれ取得いたしました。

当社とタランクス社は2010年11月に、資本および業務提携からなる戦略的提携契約を締結しており、今回のオイロパ社の買収は、両社がめざすグローバルな共同保険事業展開の第一弾となります。

今回の株式取得に伴い、当社はオイロパ社（傘下の生命保険会社を含む）に非常勤役員を1名派遣し、当社の関連会社（持分法適用会社）として、ティント社とともにオイロパ社の経営に参画いたします。

オイロパ社は、生命保険事業および損害保険事業を展開する大手保険グループで、現在、多数の金融機関等と提携し、強固な事業基盤を有しております。同社は今後も16.54%の株式を保有するゲティン社傘下の銀行等を通じて、引き続き保険商品を販売していく予定です。

なお、当社とティント社は、ゲティン社の協力のもとオイロパ社の非上場化を予定しております。

以 上

[参考資料]

1. 明治安田生命保険相互会社の概要

会社名	明治安田生命保険相互会社	
設立	1881年（明治14年）7月9日	
本社所在地	東京都千代田区	
代表者	取締役会長 代表執行役 関口 憲一 取締役 代表執行役社長 松尾 憲治	
主要指標 (2011年度)	収入保険料	5兆1,840億円
	当期純剰余	1,720億円
	総資産	29兆6,641億円

2-1. Talanx AG の概要

会社名	Talanx AG	
設立・沿革	1903年 鉄鋼事業者向け相互保険組合として設立 1991年 生保事業に進出（HDI Lebensversicherung 設立） 1996年 相互保険会社傘下に中核となる持株会社（株式会社）を設立 （のちに Talanx AG と改称） 2006年 Gerling グループ各社を買収・統合 現在はタランクス・グループ全体で150カ国にて事業を展開	
本社所在地	ドイツ・ハノーファー	
代表者	取締役会会長兼 CEO Herbert K. Haas（ヘルベルト K ハアス）	
主要指標 (2011年)	収入保険料	23,682百万ユーロ（約2兆3,850億円）
	税引後利益	897百万ユーロ（約903億円）
	総資産	115,268百万ユーロ（約11兆6,086億円）
格付	S&P: A+ 安定的（Talanx Primary Insurance Group の財務力格付）	

< 1ユーロ=100.71円（2011年12月末レート）で換算 >

2-2. Talanx International AG の概要

会社名	Talanx International AG	
本社所在地	ドイツ・ハノーファー	
代表者	取締役会会長兼 CEO Torsten Leue（トルステン・ロイエ）	
主要指標 (2011年)	収入保険料	2,482百万ユーロ（約2,499億円）
	税引後利益	37百万ユーロ（約37億円）
	総資産	6,670百万ユーロ（約6,717億円）
主要海外拠点	2011年1月に HDI-Gerling International から現社名へ改称。中南米や中東欧を中心に世界15カ国で事業を展開	

< 1ユーロ=100.71円（2011年12月末レート）で換算 >

3. Europa Group の概要

会社名	TU Europa S.A. (損保) / TU na Życie Europa S.A. (生保)	
設立・沿革	1994年 TU Europa S.A.設立 1999年 TU Europa S.A.がワルシャワ証券取引所に上場 2001年 TU na Życie Europa S.A.設立 ・ Getin Holding 傘下の金融会社を基幹チャネルとして事業を展開 ・ ポーランド保険市場において、グループ全体で第4位 (2011年収入保険料、ポーランド法定会計ベース)	
本社所在地	ポーランド・ヴロツワフ	
主要指標 (2011年)	収入保険料	173 百万ユーロ (約 174 億円)
	税引後利益	42 百万ユーロ (約 42 億円)
	総資産	1,208 百万ユーロ (約 1,217 億円)

< 1ユーロ=100.71円 (2011年12月末レート) で換算 >



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News Release

Talanx and Meiji Yasuda successfully close takeover of Europa Group

- Regulatory authorities issue approvals for takeover
- Public tender offer to minority shareholders successfully completed
- Bancassurance cooperation between Talanx, Meiji Yasuda and Getin Holding

Warsaw, Tokyo, Hannover, 4 June 2012

Talanx International AG and Japanese insurer Meiji Yasuda Life Insurance Company have successfully closed their joint acquisition of the Polish Europa Insurance Group. This means that all conditions for the launch of a long-term bancassurance cooperation in Poland between Talanx, Meiji Yasuda and the Polish Getin Holding Group are fulfilled. The anti-trust and regulatory authorities had previously granted all the necessary approvals for the acquisition. The public tender offer to the minority shareholders of the Europa Group was also successfully completed.

The transaction was closed on 1 June. It followed on the announcement on 14 December 2011, in which confirmation was provided that Talanx and Meiji Yasuda were planning to launch a long-term strategic bancassurance cooperation in Poland together with the Getin Holding Group. As part of this agreement, Talanx International AG and Meiji Yasuda have taken over a majority holding in the Europa Group based in Wroclaw from Getin Holding. Talanx is now the majority shareholder in the Europa Group with a stake of 50 % plus one share while Meiji Yasuda (27,97 %) and Getin Holding (16,54 %) each have a significant minority shareholding.

Talanx and Meiji Yasuda intend to obtain a delisting of the Europa Group. As agreed Getin Holding has undertaken to vote in favour of the Europa Group delisting on a Europa Group shareholders' meeting.

“The outstanding position of the Europa Group in the bancassurance market will be consolidated and expanded on the basis of the platform for the long-term cooperation with Getin Holding,” explains Torsten Leue, Chief Executive Officer of Talanx International AG and Board Member of Talanx AG. “We are therefore very satisfied that closing has now taken place as planned.”

News Release

The Europa Group comprises the companies Europa Non-Life (Towarzystwo Ubezpieczeń Europa SA), Europa Life (Towarzystwo Ubezpieczeń na Życie Europa SA) and Open Life (Towarzystwo Ubezpieczeń Życie; belonging to the group since 4 January 2012) as well as two subsidiaries in the Ukraine (Europa UA Life and Europa UA). The insurance group employs 273 people (as of 30 April 2012) and wrote premium income amounting to EUR 173 million (in accordance with IFRS) in the business year 2011. Net profit amounted to approximately EUR 42 million (in accordance with IFRS).

The product range of the Europa Group includes credit insurance and unit-linked life insurance as well as investment products. The products are primarily marketed in the Polish market through banks. The most important sales partners are the banks owned by Getin Holding. Getin Holding has made a commitment to continuing the sale of products marketed by the Europa Group after the acquisition has been completed.

In November 2010, Talanx and Meiji Yasuda resolved to establish a strategic cooperation consisting of a capital and business alliance. "We're very happy about the successful implementation of our first joint investment project with Talanx," commented Hiroaki Tonooka, Senior Managing Executive Officer of Meiji Yasuda Life Insurance Company and Member of the Supervisory Board of Talanx International AG. "Everything went as planned. This bears testimony to the excellent team spirit. We're looking forward to business continuing like this," he added with a view to the announced purchase of Polish insurer Warta by Talanx and Meiji Yasuda. Subject to approval by the regulatory authorities, this acquisition should be completed at the latest during the second half of this year.

Meiji Yasuda is the first Japanese insurance company to enter the Polish insurance market. Subject to the approval of the shareholders' meeting, Meiji Yasuda will appoint a member of the Supervisory Board of the Europa Group. Another member will be appointed by Getin Holding. Talanx will appoint the other members of the Supervisory Board.

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About Getin Holding

Getin Holding is one of the most dynamically growing Polish financial groups. The company actively invests in the financial market, mainly banking, financial advisory and intermediary, insurance, leasing and brokerage services. Getin Holding is present both in Poland and Eastern Europe. Getin Holding is one of the biggest companies listed on Warsaw Stock Exchange. In 2011 net profit for the company shareholders was € 242,7 million.

About Meiji Yasuda Life Insurance Company

Meiji Yasuda is Japan's second biggest life insurer based on premium income and a leading specialist in bancassurance business. The company has a track record of more than 130 years in the insurance industry. Meiji Yasuda markets individual life and annuity insurance, group life and pension insurance, investment products, and medical and personal-accident insurance. The company has operations in Asia, Europe and North America. The company is based in Tokyo and generated premium income in the region of € 47 billion in the business year 2011.

About Talanx

Talanx was the third-largest German insurance Group and the eleventh-largest European insurance group in 2011¹ (based on gross written premium). In 2011, Talanx generated premium income of approximately EUR 23.7 billion. Talanx operates as a multi-brand provider. Its brands include HDI, HDI-Gerling, Hannover Re, one of the world's leading reinsurers, Targo Versicherungen, PB Versicherungen, Neue Leben and the financial services provider AmpegaGerling. The Hannover-based Group is active in 150 countries. The rating agency Standard & Poor's has given the Talanx Primary Group a financial strength rating of A+/stable (strong) and the Hannover Re Group one of AA-/stable (very strong).

¹ Source: KPMG 2012 on the basis of the Annual Reports of the relevant insurance companies

About Talanx International

Talanx International AG manages the international private and commercial lines of the Talanx Group. Talanx International is represented in 15 countries and has around eight million customers. Gross premium income in 2011 amounted to around € 2.5 billion. The product range includes motor insurance, property and casualty insurance, marine and fire insurance, and life insurance.

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Disclaimer

This news release contains projections or other forward-looking statements which are based upon the current knowledge and assumptions of the management of Talanx AG, Meiji Yasuda and Getin Holding about future events. Forward-looking statements address future events and conditions and therefore involve inherent risks and uncertainties. The economic environment and other conditions are constantly changing. As a result, the actual development and performance of the companies may differ materially from those currently anticipated in such statements. Neither of the companies assumes any duty to revise or update any of the forward-looking statements or other information contained herein.